

## Trustee Board Minutes

From meeting held on 11<sup>th</sup> May 2020 (Virtual Meeting)

18:00 – 20:00

### Present

Robert Smeath, External Trustee (Chair) **(RS)**  
 Joshua Williams, President **(President)**  
 Tobiloba Adeyemi, Postgraduate Officer **(PGO)**  
 Amanda Sefton, Education Officer **(EO)**  
 Ryan Ginger, Activities and Employability Officer **(AEO)**  
 Amelia Gibbins, Welfare and Community Officer **(WCO)**  
 Josh Dooler, Sports Officer **(SO)**  
 Alice Tucker, Student Trustee (Undergraduate) **(AT)**  
 Tom Goodman, Student Trustee (Postgraduate) **(TG)**  
 Johnny Davis, External Trustee **(JD)**  
 Henrietta Brealey, External Trustee **(HB)**  
 Wyn Williams, External Trustee **(WW)**  
 Chris Davies, External Trustee **(CD)**  
 Emma Wedge, External Trustee **(EW)**  
 Erica Conway, University Representative Trustee **(EC)**

### In attendance

Jo Thomas, Chief Executive **(JT)**  
 Nick Bailey, Head of Finance **(NB)** (agenda Items 1 – 6 only)  
 Adam Sheridan, Director of Engagement **(AS)** (agenda Items 1 - 8 only)  
 Sam Jones, Interim Executive Assistant **(SJ)** (note taker)

### Apologies

Joanne Park, International Officer **(IO)**  
 Rosa Alaluf, Student Trustee **(RA)**  
 Christian Oko, Student Trustee (International) **(CO)**

**The Chair welcomed everyone and the meeting commenced at 18:10.**

No	ITEM FOR DISCUSSION	NOTES	ACTION
1	<b>Minutes from meetings held: 02.03.20, 06.04.20, 27.04.20.</b>	<p>RS presented the Trustee Board minutes from the previous meeting held on 2<sup>nd</sup> March 2020, the extraordinary Board meeting held on the 6<sup>th</sup> April 2020, and the extraordinary Board meeting held on 27<sup>th</sup> April 2020 for the Board's approval.</p> <p>TG noted a minor error for the minutes dated 27.04.20. SJ to update.</p> <p><b>The Board approved the three sets of minutes as accurate records of the meetings.</b></p>	<p><b>Noted</b></p> <p><b>SJ</b></p> <p><b>Approved</b></p>
2	<b>Matters Arising</b>	<p>RS introduced Emma Wedge (EW) as a new External Trustee. RS introduced the members of the Board. RS welcomed Emma to the Board and wished her luck in the role.</p>	<b>Noted</b>

3	<b>HR Committee Minutes (28.04.20)</b>	<p>The WCO presented the HR Committee minutes from the meeting held on 28<sup>th</sup> April 2020 for the Board's approval.</p> <p>The minutes were taken as read, with no questions asked.</p> <p><b>The Board approved the HR Committee minutes.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
4	<b>Finance Committee Minutes (23.04.20)</b>	<p>The President presented the Finance Committee minutes from the meeting held on 23<sup>rd</sup> April 2020 for the Board's approval.</p> <p>The minutes were taken as read, with no questions asked.</p> <p><b>The Board approved the Finance Committee minutes.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
5	<b>Officer Action Plans</b>	<p>The President presented the Officer Action Plans for the Board's information.</p> <p>The President updated the Board on the work of the Officer Team during the COVID-19 outbreak. The President noted that the Officer Team had been focusing on supporting students through the significant changes to their University experience.</p> <p>The EO noted that the Guild 'Save our Degrees' campaign had collected more than 1000 feedback comments from students, which would be used to feed into the University's education plans for the rest of the academic year and into 2020/21. The EO updated the Board on plans for teaching delivery in the next academic year.</p> <p>The WCO noted ongoing work to support students affected by the COVID-19 outbreak, including supporting the several hundred students still living in University Halls, as well as possible welfare issues in new academic year. The WCO ongoing work on changes to the University's code of conduct.</p> <p>The AEO noted that online Committee elections had been successful with more than 2000 votes cast, and a second round of elections planned for society and student rep positions in June. The AEO noted work on online committee induction resources to support the newly elected committee members, with advice on how to plan for events next year while remaining compliant with government regulations.</p> <p>The SO noted work on club committee online training and support, BUCS national policy work, an online Student Sustainability summit and improvements to the Guild's Sustainability webpages.</p> <p>The PGO noted ongoing work to support Postgraduate Research students during the COVID-19 outbreak and keeping students up to date with University plans. The PGO noted ongoing work to collect feedback from postgraduate students on the University's education plans in support of the Guild's 'no detriment' stance.</p> <p><b>The Board noted the Officer Action Plans.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>

6	<b>Budget 2020/21</b>	<p>NB presented the draft 2020/21 Budget for the Board's approval.</p> <p>NB noted that the Guild was facing significant ongoing financial uncertainty over the coming 6-12 months due to the closure of campus and the Guild building, affecting every aspect of the Guild's activity and commercial operations in particular.</p> <p>NB noted that the draft budget reported net expenditure of £18k, however with the inclusion of reserve allocations and the Guild's pension deficit repayments, the budget forecast a reduction of £149k to the Guild's free unrestricted reserves.</p> <p>NB noted that the current budget included several assumptions, including the Guild receiving a one off transitional funding grant of £250k as part of the ongoing SUMS review work, which would be discussed at the University's SPRC meeting in the coming days.</p> <p>NB noted that the budget assumed a return of students to campus would not take place in full until January 2021, and the Guild would continue to absorb full-time staff costs for those operations which remained closed. NB noted that the workload for several Guild departments would be significantly affected by continued closure of the Guild's commercial services and the building, particularly the Venues, Tech Services and Facilities teams.</p> <p>NB noted that if the budget were approved, the Guild would look to enact Step 6 from the Board priorities previously identified and therefore reduce the core staff team by five posts, of which four were currently vacant. NB noted that the budget assumed an ongoing freeze of student staff recruitment/working hours while the closure of the building and commercial venues continued. NB noted that a significant amount of capital expenditure had been delayed in 2019/20 due to the closure of the building and this had been rolled forward into the draft budget.</p> <p>NB noted that depending on the date of the re-opening of campus, and changes to the Government's guidance on social distancing, the Guild may be able to open commercial operations earlier and generate additional commercial revenues, however this remained unclear.</p> <p>NB noted an ongoing challenge from HMRC, which risked a potential additional historical charge which had not been included in the budget, estimated to be circa £500k.</p> <p>NB updated the Board on developments with the SUSS pension deficit. NB noted that the Guild faced a significant additional financial liability due to ongoing financial pressures on the scheme nationally due to low investment returns.</p> <p>RS noted that the Guild's financial position remained a concern, however setting a deficit budget was appropriate under the circumstances.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
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		<p>WW noted that the budget assumed a significant reopening of campus in January 2021. EC noted that while the University was considering reopening campus in September 2020, a significant return of commercial activity of January 2020 was a reasonable budget scenario. NB noted that in the event of a 'phased return' for students onto campus, the Guild's commercial operations may be limited for a significant amount of time.</p> <p>EC asked what the Guild's reserves position may be in a worst-case scenario with HMRC. NB noted that the Guild's free unrestricted reserves were currently around £1.3m, which a HMRC charge of circa £500k would affect significantly, along with the deficit included in the draft budget of £149k.</p> <p>The Board discussed the provision for capital expenditure in the budget. NB noted that capital expenditure in 2019/20 had been delayed due to the closure of the building. EC noted that most organisations had reduced their capital expenditure budgets. EC suggested targeting capital expenditure on the IT transition. RS suggested limiting budgeted capital expenditure to essential investments. RS noted the importance of capital expenditure for mitigating the risks of the recent injury in the Guild building.</p> <p>JT noted that some capital expenditure on devices and IT provision would be business critical if Guild staff were continuing to work from home. JT suggested further analysis of the impact of reducing capital expenditure and referring back to Finance Committee.</p> <p>JD noted the need to prioritise essential capital expenditure over building and refurbishment work, for the Guild to be able to justify its current financial activity.</p> <p>CD noted possible costs associated with implementing 'COVID safe' activity and social distancing within the Guild building.</p> <p>HB noted the need to move forwards with the commercial strategy while commercial operations were closed and there were possibilities for restructure.</p> <p>NB updated the Board on developments with the Guild's dispute with HMRC. NB noted that the Guild was seeking a policy review at a national level for VAT on catering in the Guild's commercial outlets. EW noted a possible impact of the Guild's dispute with HMRC on the Guild's long-term financial forecasts. NB noted that the historical reserve in the Hall Repts scheme allowed for a buffer, however any further VAT requirements in relation to the Guild's Service Level Agreements would have a significant impact on the Guild's financial position.</p> <p>The AEO noted the benefit to students of being able to offer employment at the Guild. NB noted plans to move forward with student staff employment if and when commercial services were able to reopen.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>JT</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
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		<p><b>The Board approved the 2020/21 Budget, subject to a review of the Guild's capital expenditure plans by Finance Committee.</b></p> <p>NB left the meeting at 19:00.</p>	<p><b>Approved</b></p> <p><b>Noted</b></p>
7	<b>Officer Elections Report 2020</b>	<p>AS presented the Officer Elections Report 2020 for the Board's Information.</p> <p>AS noted that the Officer Elections 2020 had been very successful, with the Guild's highest ever elections turnout of 9070, which represented the 2<sup>nd</sup> highest recorded turnout of any SU election to date, and a record breaking turnout in the Guild's democratic structures referendum of 5,644 votes.</p> <p>AS noted a focus on candidate diversity had led to an 8% increase in PG students and a 20% increase in the number international students standing for election.</p> <p>AS noted that Postgraduate student turnout had more than doubled from the previous year, and turnout was up 3% overall, despite significant disruption to campus life due to industrial action during elections week. AS noted that the 'cost per vote' had continued to fall to 56p per vote, compared to £1.35 in 2017.</p> <p>AS noted work was ongoing to review the plans for Elections 2021, including a review of the elections results night event.</p> <p><b>The Board noted the Officer Elections Report 2020.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p>
8	<b>Byelaw Changes</b>	<p>AS presented the proposed Byelaw changes for the Board's approval.</p> <p>AS updated the Board on the context of the democratic structure referendum and the proposed new democratic structures, which had necessitated the majority of the proposed changes to the Byelaws.</p> <p>AS noted that the Byelaws were currently still under review by the University's legal services team, however any further changes were be expected to be minor. AS proposed that the Board approve Chair's action for any final changes and sign-off.</p> <p>AS noted that the changes had been proposed to coincide with an opportunity to seek approval for the changes at University Council.</p> <p>EC noted the possibility for changes to the Guild's governing documents as part of the ongoing Guild/University review.</p> <p>The AEO noted that the new democratic structures aimed to support and more collaborative approach to decision making and engage a larger and wider body of student opinion in decision making.</p> <p><b>The Board approved the Byelaw changes, subject to further minor amendments and sign-off by the Chair and Guild President.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>

		AS left the meeting at 19:15.	<b>Noted</b>
<b>9</b>	<b>CEO Report</b>	<p>JT presented the CEO Report for the Board's Information.</p> <p>JT noted the proposal to appoint EW to Finance Committee.</p> <p>JT noted that the Guild's appointments panel had approved the appointment of RS as Chair of the Trustee Board for an additional three year term.</p> <p><b>The Board noted the CEO Report and approved the appointment of EW to Finance Committee.</b></p>	<p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Noted</b></p> <p><b>Approved</b></p>
<b>10</b>	<b>AOB</b>	<p>RS noted that the Board would likely be required to continue to meet remotely for the foreseeable future. JT noted plans to postpone the Board away day from July until the September meeting, when it may be possible to meet.</p> <p>RS noted that the next Board meeting would include the introduction of the incoming Officer team.</p>	<p><b>Noted</b></p> <p><b>Noted</b></p>
<b>11</b>	<b>Meeting Reflection</b>	There were no items discussed during the meeting reflection.	<b>Noted</b>

**The Chair closed the meeting at 19:25.**

Signed ..... Date .....

DRAFT